

**ATMOS ENERGY CORPORATION**

**SECRETARY'S CERTIFICATE**

The undersigned, being the Corporate Secretary of Atmos Energy Corporation, a Texas and Virginia corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Board of Directors of the Company at a meeting of the Board held on November 12, 2008, and such resolutions have not been altered, amended, rescinded, or repealed and are now in full force and effect:

WHEREAS, due to the need to preserve maximum financial flexibility and access to capital markets in order to fund planned and potential refinancing of existing long-term debt, as well as to provide additional funds necessary for other general corporate purposes, including the financing of capital expenditures associated with pipeline construction projects, all as discussed with and presented to the Board of Directors this day, the Board now considers it desirable and in the best interests of the Company and its shareholders that the Company be authorized and empowered to enter into a program for the issuance by the Company of up to \$900 million in debt and/or equity securities (including the carryforward of approximately \$451 million of unissued securities already registered under the Company's existing \$900 million shelf registration statement, which was filed with the Securities and Exchange Commission (the "Commission") on December 4, 2008 and effective automatically), the form of which securities is to be designated by the Board of Directors at the time of sale.

NOW, THEREFORE BE IT RESOLVED, that the Chief Executive Officer, President, any Vice President, Treasurer, and the Directors of the Company, or any of them, be, and they hereby are, authorized and directed, for and on behalf of the Company, with respect to the registration of the \$900 million in debt and/or equity securities discussed this day, to negotiate the terms of and enter into any underwriting agreements as deemed necessary, any form of indenture with a third party financial institution as trustee and paying agent and any other agreement with a third party as may be necessary, appropriate, or desirable to cause the issuance and sale, from time to time generally over a three-year period, beginning with the date the registration statement on Form S-3 (the "1933 Act Registration Statement") is filed with the Commission, which will be effective automatically, of up to a total of \$900 million in debt and/or equity securities of the Company (including the